

Exhibit A

Ballots

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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:
In re : Chapter 11 Case No.
:
MOTORS LIQUIDATION COMPANY, *et al.*, : 09-50026 (REG)
f/k/a General Motors Corp., *et al.* :
:
Debtors. : (Jointly Administered)
:
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**MASTER BALLOT FOR ACCEPTING OR REJECTING AMENDED
JOINT CHAPTER 11 PLAN OF MOTORS LIQUIDATION COMPANY
(F/K/A GENERAL MOTORS CORPORATION) AND ITS AFFILIATED DEBTORS**

**CLASS 3 (GENERAL UNSECURED CLAIMS) – NOTE CLAIMS,
EUROBOND CLAIMS, AND NOVA SCOTIA GUARANTEE CLAIMS**

Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), each of which is identified below, are soliciting votes with respect to the Debtors’ Amended Joint Chapter 11 Plan, dated December 7, 2010 (as it may be amended, the “**Plan**”), from the holders of certain impaired claims against the Debtors. All capitalized terms used herein but not otherwise defined shall have the meanings ascribed to such terms in the Plan. If you have any questions on how to properly complete this Ballot, please call the Debtors’ Debt Instruments voting agent, Epiq Bankruptcy Solutions, LLC (the “**DIVA**”), at 877-580-9742 (domestic and Canada) or +1-503-597-7702 (international).

This Master Ballot is to be used by you as a broker, bank (including, as applicable, Euroclear Bank (“Euroclear”) or Clearstream Bank (“Clearstream”)), or other nominee; or as the agent of a broker, bank (including, as applicable, Euroclear or Clearstream), or other nominee (each of the foregoing, a “Voting Nominee”); or as the proxy holder of a Voting Nominee or record holder and/or beneficial owner of debt securities with respect to the Note Claims, the Eurobond Claims, and/or the Nova Scotia Guarantee Claims (each a “Beneficial Owner” and collectively, the “Beneficial Owners”), to transmit to the DIVA the votes of such Beneficial Owners in respect of their respective Note Claims, Eurobond Claims, and/or Nova Scotia Guarantee Claims to accept or reject the Plan. The Note Claims, the Eurobond Claims, and the Nova Scotia Guarantee Claims arise out of or are related to the indentures and fiscal paying agency agreements listed below (collectively, the “Debt Instruments”).

To have the votes reflected on this Master Ballot counted, this Master Ballot must be properly completed, signed, and returned to the DIVA at the following address, so as to be received by February 11, 2011 at 5:00 p.m. (Eastern Time) (the “Voting Deadline”), unless such time is extended by the Debtors:

[BALLOT CODE]

<p>If by overnight or hand delivery:</p> <p>Epiq Bankruptcy Solutions, LLC Attn: Motors Liquidation Company Ballot Processing 757 Third Avenue, 3rd Floor New York, NY 10017</p>	<p>If by standard mailing:</p> <p>Epiq Bankruptcy Solutions, LLC Attn: Motors Liquidation Company Ballot Processing FDR Station, P.O. Box 5014 New York, NY 10150-5014</p>
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This Ballot is solely for purposes of voting to accept or reject the Plan and not for the purpose of allowance or disallowance of or distribution on account of Class 3 General Unsecured Claims.

Identification of Debtor Entities

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
Motors Liquidation Company (f/k/a General Motors Corporation)	09-50026	38-0572515	General Motors Corporation GMC Truck Division NAO Fleet Operations GM Corporation GM Corporation-GM Auction Department National Car Rental National Car Sales Automotive Market Research
MLCS, LLC (f/k/a Saturn, LLC)	09-50027	38-2577506	Saturn, LLC Saturn Corporation Saturn Motor Car Corporation GM Saturn Corporation Saturn Corporation of Delaware
MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation)	09-50028	38-2755764	Saturn Distribution Corporation
MLC of Harlem, Inc. (f/k/a Chevrolet-Saturn of Harlem, Inc.)	09-13558	20-1426707	Chevrolet-Saturn of Harlem, Inc.
Remediation and Liability Management Company, Inc.	09-50029	38-2529430	Uptown Land Development Corporation
Environmental Corporate Remediation Company, Inc.	09-50030	41-1650789	GM National Hawaii, Inc. NCRS Hawaii, Inc.

INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

VOTING DEADLINE:

To have the votes reflected on this Master Ballot counted, this Master Ballot must be properly completed, signed, and returned to the DIVA at the following address, so as to be received by February 11, 2011 at 5:00 p.m. (Eastern Time) (the "Voting Deadline"), unless such time is extended by the Debtors:

If by overnight or hand delivery: Epiq Bankruptcy Solutions, LLC Attn: Motors Liquidation Company Ballot Processing 757 Third Avenue, 3 rd Floor New York, NY 10017	If by standard mailing: Epiq Bankruptcy Solutions, LLC Attn: Motors Liquidation Company Ballot Processing FDR Station, P.O. Box 5014 New York, NY 10150-5014
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Master Ballots will not be accepted by telecopy, facsimile, e-mail, or other electronic means of transmission.

HOW TO VOTE:

If you are both the registered holder **and** the Beneficial Owner of any principal amount of the Note Claims, the Eurobond Claims, and/or the Nova Scotia Guarantee Claims and you wish to vote any Note Claims, Eurobond Claims, and/or Nova Scotia Guarantee Claims held on account thereof, you may complete, execute, and return to the DIVA **either** an individual Beneficial Owner Ballot or a Master Ballot.

If you are transmitting the votes of any Beneficial Owners other than yourself, you may either:

1. Forward the solicitation materials to the Beneficial Owners for voting along with a return envelope provided by and addressed to you as the Voting Nominee, with the Beneficial Owners then returning the individual Beneficial Owner Ballot to you. In such case, you, as the Voting Nominee, will tabulate the votes of your respective Beneficial Owners on the Master Ballot that has been provided to you separately, in accordance with these instructions, and then return the Master Ballot to the DIVA. You should advise the Beneficial Owners to return their individual Beneficial Owner Ballots to you by a date calculated by you to allow you to prepare and return the Master Ballot to the DIVA so that the Master Ballot is **actually received** by the DIVA by the Voting Deadline;

OR

2. "Prevalidate" the individual Beneficial Owner Ballot contained in the solicitation materials and then forward the solicitation materials to the Beneficial Owners for voting within seven (7) business days after you, as the Voting Nominee, receive the solicitation materials, with the Beneficial Owners then returning the "prevalidated" individual Beneficial Owner Ballot directly to the DIVA in the

return envelope to be provided in the solicitation materials. You may “prevalidate” a Beneficial Owner Ballot by (i) indicating thereon the Beneficial Owner of the Note Claims, the Eurobond Claims, or the Nova Scotia Guarantee Claims voted, the principal amount of the Note Claims, the Eurobond Claims, or the Nova Scotia Guarantee Claims held by the Beneficial Owner, the appropriate account number through which the Beneficial Owner’s holdings are derived, and (ii) executing the Beneficial Owner Ballot.

With respect to all Beneficial Owner Ballots returned to you, you must properly complete the Master Ballot, as follows:

- a. Check the appropriate box in Item 1 on the Master Ballot;
- b. Indicate the votes to accept or reject the Plan in Item 2 of the Master Ballot, as transmitted to you by the Beneficial Owners. To identify such Beneficial Owners without disclosing their names, please use the customer account number assigned by you to each such Beneficial Owner, or, if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each Beneficial Owner and the assigned number).
IMPORTANT: EACH BENEFICIAL OWNER MUST VOTE ALL OF HIS, HER, OR ITS NOTE CLAIMS, EUROBOND CLAIMS, AND/OR NOVA SCOTIA GUARANTEE CLAIMS EITHER TO ACCEPT OR REJECT THE PLAN AND MAY NOT SPLIT SUCH VOTE. IF ANY BENEFICIAL OWNER HAS ATTEMPTED TO SPLIT SUCH VOTE, PLEASE CONTACT THE DIVA IMMEDIATELY. Any Beneficial Owner Ballot that is signed, dated, and timely received, but does not indicate acceptance or rejection of the Plan, by order of the Bankruptcy Court, will not be counted;
- c. Please note that Item 3 of the Master Ballot requests that you transcribe the information provided by each Beneficial Owner in Item 3 of each completed Beneficial Owner Ballot relating to other Note Claims, Eurobond Claims, and/or Nova Scotia Guarantee Claims voted;
- d. Review the certification in Item 4 of the Master Ballot;
- e. Sign and date the Master Ballot and provide the remaining information requested;
- f. If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable Item of the Master Ballot to which you are responding;
- g. Contact the DIVA if you need any additional information; and
- h. Deliver the completed, executed Master Ballot with an original signature so as to be **received** by the DIVA before the Voting Deadline. For each completed, executed Beneficial Owner Ballot returned to you by a Beneficial Owner, either forward such Beneficial Owner Ballot (along with your Master Ballot) to the DIVA or retain such Beneficial Owner Ballot in your files for one (1) year from the Voting Deadline.

PLEASE NOTE:

The Master Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan. Holders should not surrender, at this time, certificates representing their securities. Neither the Debtors nor the DIVA will accept delivery of any such certificates surrendered together with the Master Ballot.

No Beneficial Owner Ballot nor Master Ballot shall constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

No fees, commissions, or other remuneration will be payable to any Voting Nominee for soliciting votes on the Plan. You will, however, be reimbursed for reasonable, documented, actual costs and expenses incurred by you in forwarding the Beneficial Owner Ballots and other enclosed materials to the Beneficial Owners held by you as a Voting Nominee or in a fiduciary capacity and in tabulating the Beneficial Owner Ballots.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON THE AGENT OF THE DEBTORS OR THE DIVA OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS.

IF YOU HAVE ANY QUESTIONS REGARDING THE MASTER BALLOT, IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR MASTER BALLOT, IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DIVA, AT 877-580-9742 (DOMESTIC AND CANADA) OR +1-503-597-7702 (INTERNATIONAL). PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT. THE DIVA IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

PLEASE COMPLETE THE FOLLOWING:

Item 1. Certification of Authority to Vote. The undersigned certifies that as of December 7, 2010 (the Voting Record Date under the Plan), the undersigned (please check appropriate box):

- ☐ Is a broker, bank (including, as applicable, Euroclear or Clearstream), or other nominee for the Beneficial Owners of the aggregate principal amount of Note Claims, Eurobond Claims, or Nova Scotia Guarantee Claims listed in Item 2 below, and is the participant holder of such securities, or
- ☐ Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank (including, as applicable, Euroclear or Clearstream), or other nominee that is the participant holder of the aggregate principal amount of Note Claims, Eurobond Claims, or Nova Scotia Guarantee Claims listed in Item 2 below, or
- ☐ Has been granted a proxy (an original of which is attached hereto) from a broker, bank (including, as applicable, Euroclear or Clearstream), or other nominee, or a Beneficial Owner, that is the participant holder of the aggregate principal amount of Note Claims, Eurobond Claims, or Nova Scotia Guarantee Claims listed in Item 2 below,

and, accordingly, has full power and authority to vote to accept or reject the Plan, on behalf of the Note Claims, the Eurobond Claims, or the Nova Scotia Guarantee Claims held by the Beneficial Owners described in Item 2 below.

Item 2. Vote. The undersigned transmits the following votes of Beneficial Owners and certifies that the following Beneficial Owners, as identified by their respective customer account numbers set forth below and indicated in the document footer below, are Beneficial Owners of such securities as of December 7, 2010 (the Voting Record Date), and have delivered to the undersigned, as Voting Nominee, Beneficial Owner Ballots casting such votes. Indicate in the appropriate column the aggregate principal amount voted for each account or attach such information to this Master Ballot in the form of the following table. Please note each beneficial owner must vote **all** of his, her, or its Note Claims, Eurobond Claims, or Nova Scotia Guarantee Claims to accept **or** to reject the Plan and may **not** split such vote.

Your Customer Account Number for Each Beneficial Owner	Principal Amount of Note Claims, Eurobond Claims, and/or Nova Scotia Guarantee Claims Voted to ACCEPT or REJECT Plan*	
	ACCEPT	REJECT
1.		
2.		
3.		
4.		
5.		
6.		
7.		
8.		

9.		
10.		
TOTALS:		

* In order to vote on the Plan, each Beneficial Owner must have checked a box in item 2 to ACCEPT or REJECT the Plan on its individual Beneficial Owner Ballot. If the Beneficial Owner did not check a box in Item 2 on its individual Beneficial Owner Ballot, by order of the Bankruptcy Court its vote will not be counted.

Item 3. Certification as to Transcription of Information from Item 3 as to Note Claims, Eurobond Claims, and Nova Scotia Guarantee Claims Voted Through Other Beneficial Owner Ballots.

The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by Beneficial Owners in Item 3 of the Beneficial Owner's original Beneficial Owner Ballot, identifying any Note Claims, Eurobond Claims, and/or Nova Scotia Guarantee Claims for which such Beneficial Owners have submitted other Beneficial Owner Ballots other than to the undersigned:

YOUR Customer Account Number for Each Beneficial Owner Who Completed Item 3 of the Beneficial Owner Ballots	TRANSCRIBE FROM ITEM 3 OF THE BENEFICIAL OWNER BALLOTS:				
	Account Number	Name of Owner	Amount of Other Class 3 Claims Voted	CUSIP of Other Class 3 Claims Voted	Name of Other Debt Instrument Voted
1.					
2.					
3.					
4.					
5.					
6.					
7.					
8.					
9.					
10.					

Item 4. Certification. By signing this Master Ballot, the undersigned certifies that each Beneficial Owner listed in Item 2 above has been provided with a copy of the Disclosure Statement, including the exhibits thereto, and acknowledges that the solicitation of votes for the Plan is subject to all of the terms and conditions set forth in the Disclosure Statement.

Name of Voting Nominee:

(Print or Type)

Participant Number:_____

Name of Proxy Holder or Agent for Voting Nominee (if applicable):

(Print or Type)

Social Security or Federal Tax I.D. No.:_____

Signature:_____

By:_____
(If Appropriate)

Title:_____
(If Appropriate)

Street Address:_____

City, State, Zip Code:_____

Telephone Number: () _____
(Including Area Code)

E-mail Address:_____

Date Completed:_____

Debt Instruments for Note Claims

	Debt Instrument	CUSIP Nos.
1	<p>Indenture, dated as of November 15, 1990, between General Motors Corporation, as issuer, and Wilmington Trust Company, as successor-in-interest Indenture Trustee to Citibank, N.A., pursuant to which the following debt securities were issued:</p> <p>(a) 9.40% Debentures due July 15, 2021</p> <p>(b) 8.80% Notes due March 1, 2021</p> <p>(c) 7.40% Debentures due September 1, 2025</p> <p>(d) 9.40% Medium Term Notes due July 15, 2021</p> <p>(e) 9.45% Medium Term Notes due November 1, 2011</p>	<p>370442AN5</p> <p>370442AJ4</p> <p>370442AR6</p> <p>37045EAG3</p> <p>37045EAS7</p>
2	<p>Indenture, dated as of December 7, 1995, between General Motors Corporation, as issuer, and Wilmington Trust Company, as successor-in-interest Indenture Trustee to Citibank, N.A., pursuant to which the following debt securities were issued:</p> <p>(a) 7.75% Discount Debentures due March 15, 2036</p> <p>(b) 7.70% Debentures due April 15, 2016</p> <p>(c) 8.10% Debentures due June 15, 2024</p> <p>(d) 6.75% Debentures due May 1, 2028</p> <p>(e) 7.20% Notes due January 15, 2011</p> <p>(f) 7.25% Quarterly Interest Bonds due April 15, 2041</p> <p>(g) 7.25% Senior Notes due July 15, 2041</p> <p>(h) 7.375% Senior Notes due October 1, 2051</p> <p>(i) 7.25% Senior Notes due February 15, 2052</p> <p>(j) 4.50% Series A Convertible Senior Debentures due March 6, 2032</p> <p>(k) 5.25% Series B Convertible Senior Debentures due March 6, 2032</p> <p>(l) 7.375% Senior Notes due May 15, 2048</p> <p>(m) 7.375% Senior Notes due May 23, 2048</p> <p>(n) 8.375% Senior Debentures due July 15, 2033</p> <p>(o) 6.25% Series C Convertible Senior Debentures due July 15, 2033</p> <p>(p) 8.250% Senior Debentures due July 15, 2023</p> <p>(q) 7.125% Senior Notes due July 15, 2013</p> <p>(r) 7.50% Senior Notes due July 1, 2044</p> <p>(s) 1.50% Series D Convertible Senior Debentures due June 1, 2009</p>	<p>370442AT2</p> <p>370442AU9</p> <p>370442AV7</p> <p>370442AZ8</p> <p>370442BB0</p> <p>370442816</p> <p>370442774</p> <p>370442766</p> <p>370442758</p> <p>370442741</p> <p>370442733</p> <p>370442725</p> <p>370442BQ7</p> <p>370442BT1</p> <p>370442717</p> <p>370442BW4</p> <p>370442BS3</p> <p>370442121</p> <p>370442691</p>
3	<p>Trust Indenture, dated as of July 1, 1995, between Michigan Strategic Fund and Law Debenture, as successor-in-interest Trustee to Dai-Ichi Kangyo Trust Company of New York, related to:</p> <ul style="list-style-type: none"> Michigan Strategic Fund Multi-Modal Interchangeable Rate Pollution Control Refunding Revenue Bonds Series 1995 	<p>594693AQ6</p>
4	<p>Indenture of Trust, dated as of July 1, 1994, between City of Moraine, Ohio and Law Debenture, as successor-in-interest Trustee to Dai-Ichi Kangyo Trust Company of New York, related to:</p>	

	<ul style="list-style-type: none"> • Solid Waste Disposal Revenue Bonds (General Motors Corporation Project) Series 1994 	616449AA2
5	<p>Indenture, dated as of July 1, 1999, between City of Moraine, Ohio and Law Debenture, as successor-in-interest Trustee to Dai Ichi Kangyo Trust Company of New York, related to:</p> <ul style="list-style-type: none"> • Solid Waste Disposal Revenue Bonds (General Motors Project), Series 1999 	616449AB0
6	<p>Trust Indenture, dated as of December 1, 2002, between City of Fort Wayne, Indiana and Law Debenture, as successor-in-interest Trustee to JPMorgan Chase Bank, and Bank One Trust Company, N.A., as Co-Trustee, related to:</p> <ul style="list-style-type: none"> • City of Fort Wayne, Indiana Pollution Control Revenue Bonds (General Motors Corporation Project), Series 2002 	349272AT1
7	<p>Trust Indenture, dated as of March 1, 2002, between Ohio Water Development Authority and Law Debenture, as successor-in-interest Trustee to JPMorgan Chase Bank, related to:</p> <ul style="list-style-type: none"> • State of Ohio Pollution Control Refunding Revenue Bonds (General Motors Corporation Project), Series 2002 	677596AU2
8	<p>Indenture of Trust, dated as of December 1, 2002, between Ohio Water Development Authority and Law Debenture, as successor-in-interest Trustee to JPMorgan Chase Bank, related to:</p> <ul style="list-style-type: none"> • State of Ohio Solid Waste Revenue Bonds, Series 2002 (General Motors Corporation Project) 	67759ABC2
9	<p>Trust Indenture, dated as of April 1, 1984, among City of Indianapolis, Indiana and Law Debenture, as successor-in-interest Trustee to Bankers Trust Company, and the Indiana National Bank, as Co-Trustee, related to:</p> <ul style="list-style-type: none"> • City of Indianapolis, Indiana Pollution Control Revenue Bonds (General Motors Corporation Project), Series 1984 	455329AB8

Debt Instruments for Eurobond Claims

	Debt Instrument	ISIN or Swiss Security Numbers
1	Fiscal and Paying Agency Agreement, dated as of July 3, 2003, among General Motors Corporation, Deutsche Bank AG London, and Banque Générale du Luxembourg S.A.	<u>ISIN Nos.:</u> XS0171942757, XS0171943649
2	Bond Purchase and Paying Agency Agreement, dated May 28, 1986, between General Motors Corporation and Credit Suisse	<u>Swiss Security No.:</u> 876 926

Debt Instrument for Nova Scotia Guarantee Claims

	Debt Instrument	ISIN or Swiss Security Numbers
1	Fiscal and Paying Agency Agreement, dated as of July 10, 2003, among General Motors Nova Scotia Finance Company, MLC, Deutsche Bank Luxembourg S.A., and Banque Générale du Luxembourg S.A.	<u>ISIN Nos.:</u> XS0171922643, XS0171908063

UNITED STATES BANKRUPTCY COURT
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In re : Chapter 11 Case No.
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MOTORS LIQUIDATION COMPANY, *et al.*, : 09-50026 (REG)
f/k/a General Motors Corp., *et al.* :
: (Jointly Administered)
Debtors. :
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**BENEFICIAL OWNER BALLOT FOR ACCEPTING OR REJECTING
AMENDED JOINT CHAPTER 11 PLAN OF MOTORS LIQUIDATION COMPANY
(F/K/A GENERAL MOTORS CORPORATION) AND ITS AFFILIATED DEBTORS**

**CLASS 3 (GENERAL UNSECURED CLAIMS) – NOTE CLAIMS,
EUROBOND CLAIMS, AND NOVA SCOTIA GUARANTEE CLAIMS¹**

This Beneficial Owner Ballot is to be used for voting by the record holders or the beneficial owners of debt securities with respect to the Note Claims (as defined in the Plan), the Eurobond Claims (as defined in the Plan), or the Nova Scotia Guarantee Claims (as defined in the Plan). The Note Claims, the Eurobond Claims, and the Nova Scotia Guarantee Claims arise out of or are related to the indentures and fiscal paying agency agreements listed below (collectively, the “**Debt Instruments**”).

Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), each of which is identified below, are soliciting votes with respect to the Debtors’ Amended Joint Chapter 11 Plan, dated December 7, 2010 (as it may be amended, the “**Plan**”), from the holders of certain impaired claims against the Debtors. All capitalized terms used herein but not otherwise defined shall have the meanings ascribed to such terms in the Plan. If you have any questions on how to properly complete this Ballot, please call the Debtors’ Debt Instruments voting agent, Epiq Bankruptcy Solutions, LLC (the “**DIVA**”) at 877-580-9742 (domestic and Canada) or +1-503-597-7702 (international).

This Beneficial Owner Ballot is to be used for voting by holders of Note Claims, Eurobond Claims, and Nova Scotia Guarantee Claims. **In order for your Class 3 (General Unsecured Claim) vote to be counted, the Beneficial Owner Ballot must be properly completed, signed, and returned to the DIVA at the following address, so as to be received no later than February 11, 2011 at 5:00 p.m. (Eastern Time) (the “Voting Deadline”), unless such time is extended by the Debtors. IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER NOMINEE (EACH OF THE FOREGOING, A “NOMINEE”), YOU MUST RETURN YOUR BENEFICIAL OWNER BALLOT TO YOUR NOMINEE AND YOUR NOMINEE WILL TRANSMIT YOUR VOTE TO THE DIVA ON A MASTER BALLOT. PLEASE ALLOW SUFFICIENT TIME FOR YOUR NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE DIVA BEFORE THE VOTING DEADLINE. IF YOUR NOMINEE IS NOT TRANSMITTING YOUR VOTE, YOU MUST**

¹ Each Debt Instrument shall have its own Ballot, substantially in this form.

**COMPLETE, SIGN, AND RETURN YOUR BENEFICIAL OWNER BALLOT TO THE DIVA
BEFORE THE VOTING DEADLINE AT THE FOLLOWING ADDRESS:**

If by overnight or hand delivery: Epiq Bankruptcy Solutions, LLC Attn: Motors Liquidation Company Ballot Processing 757 Third Avenue, 3 rd Floor New York, NY 10017	If by standard mailing: Epiq Bankruptcy Solutions, LLC Attn: Motors Liquidation Company Ballot Processing FDR Station, P.O. Box 5014 New York, NY 10150-5014
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Identification of Debtor Entities

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MLCS, LLC (f/k/a Saturn, LLC)	09-50027	38-2577506	Saturn, LLC Saturn Corporation Saturn Motor Car Corporation GM Saturn Corporation Saturn Corporation of Delaware
MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation)	09-50028	38-2755764	Saturn Distribution Corporation
MLC of Harlem, Inc. (f/k/a Chevrolet-Saturn of Harlem, Inc.)	09-13558	20-1426707	Chevrolet-Saturn of Harlem, Inc.
Remediation and Liability Management Company, Inc.	09-50029	38-2529430	Uptown Land Development Corporation
Environmental Corporate Remediation Company, Inc.	09-50030	41-1650789	GM National Hawaii, Inc. NCRS Hawaii, Inc.

**INSTRUCTIONS FOR COMPLETING
BENEFICIAL OWNER BALLOT FOR HOLDERS OF
CLASS 3 GENERAL UNSECURED CLAIMS – NOTE CLAIMS,
EUROBOND CLAIMS, AND NOVA SCOTIA GUARANTEE CLAIMS**

1. This Beneficial Owner Ballot is submitted to you to solicit your vote to accept or reject the Plan. The terms of the Plan are described in the Disclosure Statement for the Plan, dated December 8, 2010 (as it may be amended, the “**Disclosure Statement**”), including all exhibits thereto. All capitalized terms used but not otherwise defined herein or in the Beneficial Owner Ballot shall have the meanings ascribed to such terms in the Plan. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Plan will be accepted by Class 3 (General Unsecured Claims) if it is accepted by the holders of two-thirds in dollar amount and more than one-half in number of Claims in Class 3 voting on the Plan. In the event that Class 3 rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against and accords fair and equitable treatment to the holders of Claims in Class 3 and any other Classes of Claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtors (including those holders who abstain from voting on the Plan, those holders who reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby, whether or not they vote and whether or not they accept the Plan.
3. **In order for your Class 3 (General Unsecured Claims) vote to be counted, the Beneficial Owner Ballot must be properly completed, signed, and returned to the DIVA at the following address, so as to be received no later than February 11, 2011 at 5:00 p.m. (Eastern Time) (the “Voting Deadline”), unless such time is extended by the Debtors. IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR NOMINEE, YOU MUST RETURN YOUR BENEFICIAL OWNER BALLOT TO YOUR NOMINEE AND YOUR NOMINEE WILL TRANSMIT YOUR VOTE TO THE DIVA ON A MASTER BALLOT. PLEASE ALLOW SUFFICIENT TIME FOR YOUR NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE DIVA BEFORE THE VOTING DEADLINE. IF YOUR NOMINEE IS NOT TRANSMITTING YOUR VOTE, YOU MUST COMPLETE, SIGN, AND RETURN YOUR BENEFICIAL OWNER BALLOT TO THE DIVA BEFORE THE VOTING DEADLINE AT THE FOLLOWING ADDRESS:**

If by overnight or hand delivery:	If by standard mailing:
Epiq Bankruptcy Solutions, LLC Attn: Motors Liquidation Company Ballot Processing 757 Third Avenue, 3 rd Floor New York, NY 10017	Epiq Bankruptcy Solutions, LLC Attn: Motors Liquidation Company Ballot Processing FDR Station, P.O. Box 5014 New York, NY 10150-5014

Beneficial Owner Ballots will not be accepted by telecopy, facsimile, e-mail, or other electronic means of transmission.

4. To properly complete the Beneficial Owner Ballot, you must follow the procedures described below:
- a. Make sure that the information contained in Item 1 is correct;
 - b. If you have a Claim in Class 3, cast one vote to accept or reject the Plan by checking the appropriate box in Item 2;
 - c. Provide the information required by Item 3, if applicable to you;
 - d. If you are completing this Beneficial Owner Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing. By submitting the Ballot you are certifying that you have authority to so act and agree to provide documents evidencing such authority upon request (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
 - e. If you also hold Claims in a Class other than Class 3, you may receive more than one Ballot, labeled for a different Class of Claims. Your vote will be counted in determining acceptance or rejection of the Plan by a particular Class of Claims only if you complete, sign, and return the Ballot labeled for that Class of Claims in accordance with the instructions on that Ballot;
 - f. If more than one timely, properly completed Beneficial Owner Ballot is received, only the Beneficial Owner Ballot that bears the earliest date will be counted, unless the holder of the Claim receives Bankruptcy Court approval to have the Beneficial Owner Ballot that bears the latest date counted;
 - g. If you believe that you have received the wrong Ballot, please contact the DIVA immediately;
 - h. Provide your name and mailing address;
 - i. Sign and date your Beneficial Owner Ballot; and
 - j. Return your Beneficial Owner Ballot with an original signature using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THE BENEFICIAL OWNER BALLOT, IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BENEFICIAL OWNER BALLOT, IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BENEFICIAL OWNER BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT YOUR NOMINEE OR THE DIVA AT 877-580-9742 (DOMESTIC AND CANADA) OR +1-503-597-7702 (INTERNATIONAL). PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT. THE DIVA IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

PLEASE COMPLETE THE FOLLOWING:

ITEM 1. Principal Amount of Note Claims, Eurobond Claims, or Nova Scotia Guarantee Claims. The undersigned hereby certifies that as of December 7, 2010, the undersigned was the Beneficial Owner (or authorized signatory for a Beneficial Owner) or the Nominee of a Beneficial Owner of (i) Note Claims in the following aggregate unpaid principal amount (insert amount in box below), (ii) Eurobond Claims in the following aggregate unpaid principal amount (insert amount in box below), or (iii) Nova Scotia Guarantee Claims in the following aggregate unpaid principal amount (insert amount in box below), as applicable. If your Note Claims, Eurobond Claims, or Nova Scotia Guarantee Claims are held by a Nominee on your behalf and you do not know the amount of Note Claims, Eurobond Claims, or Nova Scotia Guarantee Claims held, please contact your Nominee immediately. If the principal amount of your Note Claims, Eurobond Claims, or Nova Scotia Guarantee Claims has been inserted for you below, please verify the accuracy of this amount and contact your Nominee with regard to any discrepancies.

Principal Amount of Note Claims, Eurobond Claims, or Nova Scotia
Guarantee Claims indicated in the below document footer:

ITEM 2. Vote on the Plan. The Beneficial Owner of the Note Claims, the Eurobond Claims, or the Nova Scotia Guarantee Claims identified in Item 1 hereby votes to:

Check one box: ☐ Accept the Plan

☐ Reject the Plan

ITEM 3. Certification as to Note Claims, Eurobond Claims, or Nova Scotia Guarantee Claims Held in Additional Accounts. By completing and returning this Beneficial Owner Ballot, the Beneficial Owner certifies that either (i) it has not submitted any other Beneficial Owner Ballots for other Class 3 General Unsecured Claims held in other accounts or other record names or (ii) it has provided the information specified in the following table for all other Class 3 General Unsecured Claims for which it has submitted additional Beneficial Owner Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED CLASS 3 BENEFICIAL OWNER
BALLOTS OTHER THAN THIS BENEFICIAL OWNER BALLOT.

Account Number	Name of Owner ²	Amount of Other Class 3 Claims Voted	CUSIP of other Class 3 Claims Voted	Name of Other Debt Instrument Voted

² Insert your name if the Note Claims or the Eurobond Claims are held by you in record name or, if held in street name, insert the name of your broker or bank.

ITEM 4. Acknowledgements and Certification. By returning this Beneficial Owner Ballot, the Beneficial Owner of debt securities with respect to the Note Claims, the Eurobond Claims, or the Nova Scotia Guarantee Claims identified in Item 1 above (i) acknowledges that it has been provided with a copy of the Disclosure Statement, including all exhibits thereto; (ii) certifies that (a) it is the holder of the Note Claims, the Eurobond Claims, or the Nova Scotia Guarantee Claims identified in Item 1 above and (b) it has full power and authority to vote to accept or reject the Plan; and (iii) further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Print or Type Name of Claimant: _____

Social Security or Federal Tax I.D. No. of Claimant: _____

Signature: _____

Name of Signatory (if different than claimant): _____

If by Authorized Agent, Title of Agent: _____

Street Address: _____

City, State, and Zip Code: _____

Telephone Number: _____

E-mail Address: _____

Date Completed: _____

Debt Instruments for Note Claims

	Debt Instrument	CUSIP Nos.
1	<p>Indenture, dated as of November 15, 1990, between General Motors Corporation, as issuer, and Wilmington Trust Company, as successor-in-interest Indenture Trustee to Citibank, N.A., pursuant to which the following debt securities were issued:</p> <p>(a) 9.40% Debentures due July 15, 2021</p> <p>(b) 8.80% Notes due March 1, 2021</p> <p>(c) 7.40% Debentures due September 1, 2025</p> <p>(d) 9.40% Medium Term Notes due July 15, 2021</p> <p>(e) 9.45% Medium Term Notes due November 1, 2011</p>	<p>370442AN5</p> <p>370442AJ4</p> <p>370442AR6</p> <p>37045EAG3</p> <p>37045EAS7</p>
2	<p>Indenture, dated as of December 7, 1995, between General Motors Corporation, as issuer, and Wilmington Trust Company, as successor-in-interest Indenture Trustee to Citibank, N.A., pursuant to which the following debt securities were issued:</p> <p>(a) 7.75% Discount Debentures due March 15, 2036</p> <p>(b) 7.70% Debentures due April 15, 2016</p> <p>(c) 8.10% Debentures due June 15, 2024</p> <p>(d) 6.75% Debentures due May 1, 2028</p>	<p>370442AT2</p> <p>370442AU9</p> <p>370442AV7</p> <p>370442AZ8</p>

	<p>(e) 7.20% Notes due January 15, 2011</p> <p>(f) 7.25% Quarterly Interest Bonds due April 15, 2041</p> <p>(g) 7.25% Senior Notes due July 15, 2041</p> <p>(h) 7.375% Senior Notes due October 1, 2051</p> <p>(i) 7.25% Senior Notes due February 15, 2052</p> <p>(j) 4.50% Series A Convertible Senior Debentures due March 6, 2032</p> <p>(k) 5.25% Series B Convertible Senior Debentures due March 6, 2032</p> <p>(l) 7.375% Senior Notes due May 15, 2048</p> <p>(m) 7.375% Senior Notes due May 23, 2048</p> <p>(n) 8.375% Senior Debentures due July 15, 2033</p> <p>(o) 6.25% Series C Convertible Senior Debentures due July 15, 2033</p> <p>(p) 8.250% Senior Debentures due July 15, 2023</p> <p>(q) 7.125% Senior Notes due July 15, 2013</p> <p>(r) 7.50% Senior Notes due July 1, 2044</p> <p>(s) 1.50% Series D Convertible Senior Debentures due June 1, 2009</p>	<p>370442BB0</p> <p>370442816</p> <p>370442774</p> <p>370442766</p> <p>370442758</p> <p>370442741</p> <p>370442733</p> <p>370442725</p> <p>370442BQ7</p> <p>370442BT1</p> <p>370442717</p> <p>370442BW4</p> <p>370442BS3</p> <p>370442121</p> <p>370442691</p>
3	<p>Trust Indenture, dated as of July 1, 1995, between Michigan Strategic Fund and Law Debenture, as successor-in-interest Trustee to Dai-Ichi Kangyo Trust Company of New York, related to:</p> <ul style="list-style-type: none"> Michigan Strategic Fund Multi-Modal Interchangeable Rate Pollution Control Refunding Revenue Bonds Series 1995 	594693AQ6
4	<p>Indenture of Trust, dated as of July 1, 1994, between City of Moraine, Ohio and Law Debenture, as successor-in-interest Trustee to Dai-Ichi Kangyo Trust Company of New York, related to:</p> <ul style="list-style-type: none"> Solid Waste Disposal Revenue Bonds (General Motors Corporation Project) Series 1994 	616449AA2
5	<p>Indenture, dated as of July 1, 1999, between City of Moraine, Ohio and Law Debenture, as successor-in-interest Trustee to Dai Ichi Kangyo Trust Company of New York, related to:</p> <ul style="list-style-type: none"> Solid Waste Disposal Revenue Bonds (General Motors Project), Series 1999 	616449AB0
6	<p>Trust Indenture, dated as of December 1, 2002, between City of Fort Wayne, Indiana and Law Debenture, as successor-in-interest Trustee to JPMorgan Chase Bank, and Bank One Trust Company, N.A., as Co-Trustee, related to:</p> <ul style="list-style-type: none"> City of Fort Wayne, Indiana Pollution Control Revenue Bonds (General Motors Corporation Project), Series 2002 	349272AT1
7	<p>Trust Indenture, dated as of March 1, 2002, between Ohio Water Development Authority and Law Debenture, as successor-in-interest Trustee to JPMorgan Chase Bank, related to:</p> <ul style="list-style-type: none"> State of Ohio Pollution Control Refunding Revenue Bonds (General Motors Corporation Project), Series 2002 	677596AU2
8	<p>Indenture of Trust, dated as of December 1, 2002, between Ohio Water Development Authority and Law Debenture, as successor-in-interest Trustee to JPMorgan Chase Bank, related to:</p>	

	<ul style="list-style-type: none"> State of Ohio Solid Waste Revenue Bonds, Series 2002 (General Motors Corporation Project) 	67759ABC2
9	<p>Trust Indenture, dated as of April 1, 1984, among City of Indianapolis, Indiana and Law Debenture, as successor-in-interest Trustee to Bankers Trust Company, and the Indiana National Bank, as Co-Trustee, related to:</p> <ul style="list-style-type: none"> City of Indianapolis, Indiana Pollution Control Revenue Bonds (General Motors Corporation Project), Series 1984 	455329AB8

Debt Instruments for Eurobond Claims

	Debt Instrument	ISIN or Swiss Security Numbers
1	Fiscal and Paying Agency Agreement, dated as of July 3, 2003, among General Motors Corporation, Deutsche Bank AG London, and Banque Générale du Luxembourg S.A.	<u>ISIN Nos.:</u> XS0171942757, XS0171943649
2	Bond Purchase and Paying Agency Agreement, dated May 28, 1986, between General Motors Corporation and Credit Suisse	<u>Swiss Security No.:</u> 876 926

Debt Instrument for Nova Scotia Guarantee Claims

	Debt Instrument	ISIN or Swiss Security Numbers
1	Fiscal and Paying Agency Agreement, dated as of July 10, 2003, among General Motors Nova Scotia Finance Company, MLC, Deutsche Bank Luxembourg S.A., and Banque Générale du Luxembourg S.A.	<u>ISIN Nos.:</u> XS0171922643, XS0171908063

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:
	:
	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:
f/k/a General Motors Corp., <i>et al.</i>	:
	:
Debtors.	:
	:
-----X	

Chapter 11 Case No.
09-50026 (REG)
(Jointly Administered)

**BALLOT FOR ACCEPTING OR REJECTING AMENDED
JOINT CHAPTER 11 PLAN OF MOTORS LIQUIDATION COMPANY
(F/K/A GENERAL MOTORS CORPORATION) AND ITS AFFILIATED DEBTORS**

CLASS 3 (GENERAL UNSECURED CLAIMS)

Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), each of which is identified below, are soliciting votes with respect to the Debtors’ Amended Joint Chapter 11 Plan, dated December 7, 2010 (as it may be amended, the “**Plan**”), from the holders of certain impaired claims against the Debtors. All capitalized terms used herein but not otherwise defined shall have the meanings ascribed to such terms in the Plan. If you have any questions on how to properly complete this Ballot, please call the Debtors’ voting agent, The Garden City Group, Inc. (the “**Voting Agent**”), at 703-286-6401.

This Ballot is to be used for voting by holders of Class 3 General Unsecured Claims. **In order for your vote to be counted, the Ballot must be properly completed, signed, and returned to the Voting Agent at the following address, so as to be received no later than February 11, 2011 at 5:00 p.m. (Eastern Time) (the “Voting Deadline”), unless such time is extended by the Debtors:**

If by overnight or hand delivery: The Garden City Group, Inc. 5151 Blazer Parkway, Suite A Dublin, OH 43017 <u>Attn:</u> Motors Liquidation Company Balloting Center	If by standard mailing: The Garden City Group, Inc. P.O. Box 9386 Dublin, OH 43017-4286 <u>Attn:</u> Motors Liquidation Company Balloting Center
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This Ballot is solely for the purpose of voting to accept or reject the Plan and not for the purpose of allowance or disallowance of or distribution on account of Class 3 General Unsecured Claims.

Identification of Debtor Entities

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
Motors Liquidation Company (f/k/a General Motors Corporation)	09-50026	38-0572515	General Motors Corporation GMC Truck Division NAO Fleet Operations GM Corporation GM Corporation-GM Auction Department National Car Rental National Car Sales Automotive Market Research
MLCS, LLC (f/k/a Saturn, LLC)	09-50027	38-2577506	Saturn, LLC Saturn Corporation Saturn Motor Car Corporation GM Saturn Corporation Saturn Corporation of Delaware
MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation)	09-50028	38-2755764	Saturn Distribution Corporation
MLC of Harlem, Inc. (f/k/a Chevrolet-Saturn of Harlem, Inc.)	09-13558	20-1426707	Chevrolet-Saturn of Harlem, Inc.
Remediation and Liability Management Company, Inc.	09-50029	38-2529430	Uptown Land Development Corporation
Environmental Corporate Remediation Company, Inc.	09-50030	41-1650789	GM National Hawaii, Inc. NCRS Hawaii, Inc.

**VOTING INSTRUCTIONS FOR COMPLETING THE
BALLOT FOR HOLDERS OF CLASS 3 GENERAL UNSECURED CLAIMS**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Plan. The terms of the Plan are described in the Disclosure Statement for the Plan, dated December 8, 2010 (as it may be amended, the “**Disclosure Statement**”), including all exhibits thereto. All capitalized terms used herein but not otherwise defined shall have the meanings ascribed to such terms in the Plan. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Plan will be accepted by Class 3 (General Unsecured Claims) if it is accepted by the holders of two-thirds in dollar amount and more than one-half in number of Claims in Class 3 voting on the Plan. In the event that Class 3 rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against and accords fair and equitable treatment to the holders of Claims in Class 3 and all other Classes of Claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtors (including those holders who abstain from voting on the Plan, those holders who reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby, whether or not they vote and whether or not they accept the Plan.
3. **To have your vote counted, you must complete, sign, and return this Ballot to the Voting Agent by no later than February 11, 2011 at 5:00 p.m. (Eastern Time) (the “Voting Deadline”), unless such time is extended in the discretion of the Debtors.** Ballots must be delivered to the Voting Agent at the following address:

If by overnight or hand delivery:	If by standard mailing:
The Garden City Group, Inc. 5151 Blazer Parkway, Suite A Dublin, OH 43017 <u>Attn:</u> Motors Liquidation Company Balloting Center	The Garden City Group, Inc. P.O. Box 9386 Dublin, OH 43017-4286 <u>Attn:</u> Motors Liquidation Company Balloting Center

Ballots will not be accepted by telecopy, facsimile, e-mail, or other electronic means of transmission.

4. To properly complete the Ballot, you must follow the procedures described below:
 - a. Make sure that the information contained in Item 1 is correct;
 - b. If you have a Claim in Class 3 (General Unsecured Claims), cast one vote to accept or reject the Plan by checking the appropriate box in Item 2;
 - c. If you are completing this Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing. By submitting the Ballot you are certifying that you have authority to so act and agree to provide documents evidencing such authority upon request (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);

- d. If you also hold Claims in a Class other than Class 3 (General Unsecured Claims), you may receive more than one Ballot, labeled for a different Class of Claims. Your vote will be counted in determining acceptance or rejection of the Plan by a particular Class of Claims only if you complete, sign, and return the Ballot labeled for that Class of Claims in accordance with the instructions on that Ballot;
- e. If more than one timely, properly completed Ballot is received, only the Ballot that bears the earliest date will be counted, unless the holder of the Claim receives Bankruptcy Court approval to have the Ballot that bears the latest date counted;
- f. If you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;
- g. Provide your name and mailing address;
- h. Sign and date your Ballot; and
- i. Return your Ballot with an original signature using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT AT 703-286-6401. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT. THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

PLEASE COMPLETE THE FOLLOWING:

ITEM 1. Amount of General Unsecured Claim. For purposes of voting to accept or reject the Plan, the undersigned holds a General Unsecured Claim against the Debtor listed below in the amount set forth below.

Claim Amount: \$_____
Debtor: _____

ITEM 2. Vote on the Plan. The undersigned holder of a Class 3 General Unsecured Claim in the amount set forth in Item 1 above hereby votes to:

Check one box: ☐ Accept the Plan
 ☐ Reject the Plan

ITEM 3. Acknowledgement and Certification. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement, including all exhibits thereto. The undersigned certifies that (i) it is the holder of the General Unsecured Claim identified in Item 1 above and (ii) it has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Print or Type Name of Claimant: _____

Social Security or Federal Tax I.D. No. of Claimant: _____

Signature: _____

Name of Signatory (if different than claimant): _____

If by Authorized Agent, Title of Agent: _____

Street Address: _____

City, State, and Zip Code: _____

Telephone Number: _____

E-mail Address: _____

Date Completed: _____

- ☐ Please check this box if the above address is a change of address that you would like to be used for **ALL** future mailings (including distribution payments) in these chapter 11 cases
- OR**
- ☐ Please check this box if the above address is a change of address to be used **ONLY** for mailings of documents in these chapter 11 cases.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11 Case No.
	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	: 09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	:
	:
Debtors.	: (Jointly Administered)
	:
-----X	

**MASTER BALLOT FOR ACCEPTING OR REJECTING
AMENDED JOINT CHAPTER 11 PLAN OF MOTORS LIQUIDATION COMPANY
(F/K/A GENERAL MOTORS CORPORATION) AND ITS AFFILIATED DEBTORS**

CLASS 5 (ASBESTOS PERSONAL INJURY CLAIMS)

Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), each of which is identified below, are soliciting votes with respect to the Debtors’ Amended Joint Chapter 11 Plan, dated December 7, 2010 (as it may be amended, the “**Plan**”), from the holders of certain impaired claims against the Debtors. All capitalized terms used herein but not otherwise defined shall have the meanings ascribed to such terms in the Plan. If you have any questions on how to properly complete this Master Ballot, please call the Debtors’ voting agent, The Garden City Group, Inc. (the “**Voting Agent**”), at 703-286-6401.

This Master Ballot is to be used only to tabulate votes solicited from individual holders of Asbestos Personal Injury Claims in Class 5 under the Plan. **In order for the votes reflected on this Master Ballot to be counted, the Master Ballot must be properly completed, signed, and returned to the Voting Agent at the following address so as to be received by February 11, 2011 at 5:00 p.m. (Eastern Time) (the “Voting Deadline”), unless such time is extended by the Debtors:**

<p>If by overnight or hand delivery:</p> <p>The Garden City Group, Inc. 5151 Blazer Parkway, Suite A Dublin, OH 43017 <u>Attn:</u> Motors Liquidation Company Balloting Center</p>	<p>If by standard mailing:</p> <p>The Garden City Group, Inc. P.O. Box 9386 Dublin, OH 43017-4286 <u>Attn:</u> Motors Liquidation Company Balloting Center</p>
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This Master Ballot is solely for purposes of voting to accept or reject the Plan and not for the purpose of allowance or disallowance of or distribution on account of any Asbestos Personal Injury Claims.

As ordered by the Bankruptcy Court, all Asbestos Personal Injury Claims, regardless of the amount of the Claim asserted, shall be allowed in the amount of \$1.00 solely for the purposes of voting to accept or reject the Plan.

Identification of Debtor Entities

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
Motors Liquidation Company (f/k/a General Motors Corporation)	09-50026	38-0572515	General Motors Corporation GMC Truck Division NAO Fleet Operations GM Corporation GM Corporation-GM Auction Department National Car Rental National Car Sales Automotive Market Research
MLCS, LLC (f/k/a Saturn, LLC)	09-50027	38-2577506	Saturn, LLC Saturn Corporation Saturn Motor Car Corporation GM Saturn Corporation Saturn Corporation of Delaware
MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation)	09-50028	38-2755764	Saturn Distribution Corporation
MLC of Harlem, Inc. (f/k/a Chevrolet-Saturn of Harlem, Inc.)	09-13558	20-1426707	Chevrolet-Saturn of Harlem, Inc.
Remediation and Liability Management Company, Inc.	09-50029	38-2529430	Uptown Land Development Corporation
Environmental Corporate Remediation Company, Inc.	09-50030	41-1650789	GM National Hawaii, Inc. NCRS Hawaii, Inc.

**VOTING INSTRUCTIONS FOR COMPLETING THE
MASTER BALLOT FOR HOLDERS OF CLASS 5 ASBESTOS PERSONAL INJURY CLAIMS**

1. This Master Ballot is submitted to you in connection with the solicitation of votes of individual holders of Asbestos Personal Injury Claims to accept or reject the Plan. The terms of the Plan are described in the Disclosure Statement for the Plan, dated December 8, 2010 (as it may be amended, the “**Disclosure Statement**”), including all exhibits thereto. All capitalized terms used herein but not otherwise defined shall have the meanings ascribed to such terms in the Plan. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. This Master Ballot is to be used by attorneys that have filed proofs of claim on behalf of individual holders of Asbestos Personal Injury Claims and who are authorized to vote on behalf of those clients to accept or reject the Plan.
3. **You have been provided with a copy of the Disclosure Statement (with the Plan annexed thereto) and other solicitation materials (collectively, the “Solicitation Materials”). The Solicitation Materials have not been provided to the persons on behalf of whom you have filed a proof of claim. To the extent you believe you must provide Solicitation Materials to your clients, it is your responsibility to do so. Additional copies of the Solicitation Materials may be requested from the Voting Agent.**
4. The Plan will be accepted by Class 5 (Asbestos Personal Injury Claims) if it is accepted by the holders of two-thirds in dollar amount and more than one-half in number of Claims in Class 5 voting on the Plan. In the event that Class 5 rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on the Class if the Bankruptcy Court finds that the Plan does not unfairly discriminate against and accords fair and equitable treatment to the holders of Claims in Class 5 and all other Classes of Claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtors (including those holders who abstain from voting on the Plan, those holders who reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby, whether or not they vote and whether or not they accept the Plan.

In order for the votes reflected on this Master Ballot to be counted, the Master Ballot must be properly completed, signed, and returned to the Voting Agent at the following address so as to be received by February 11, 2011 at 5:00 p.m. (Eastern Time) (the “Voting Deadline”), unless such time is extended by the Debtors:

If by overnight or hand delivery:	If by standard mailing:
The Garden City Group, Inc. 5151 Blazer Parkway, Suite A Dublin, OH 43017 <u>Attn:</u> Motors Liquidation Company Balloting Center	The Garden City Group, Inc. P.O. Box 9386 Dublin, OH 43017-4286 <u>Attn:</u> Motors Liquidation Company Balloting Center

Master Ballots will not be accepted by telecopy, facsimile, e-mail, or other electronic means of transmission.

5. This Master Ballot may not be used for any purpose other than to transmit the votes to accept or reject the Plan.
6. You may be required to provide evidence of authorization of the undersigned by holders of Asbestos Personal Injury Claims to vote to accept or reject the Plan.
7. Multiple Master Ballots may be completed and delivered to the Voting Agent. Votes reflected by multiple Master Ballots will be counted except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots are inconsistent, the Master Ballot that bears the earliest date shall, to the extent of such inconsistency, govern unless otherwise ordered by the Bankruptcy Court. If more than one Master Ballot is submitted and the last Master Ballot(s) supplement(s) rather than duplicate(s) earlier Master Ballot(s), please designate the subsequent Master Ballot(s) as "Supplement" and clearly mark which of those votes reflected thereon are additional votes.
8. Please note that Item 2 of the Master Ballot requires that you prepare a summary sheet, listing each holder of an Asbestos Personal Injury Claim you represent, which shall become an exhibit to the Master Ballot. The exhibit must list all holders of Asbestos Personal Injury Claims on whose behalf you are voting by name with a separate box next to each entry to note whether such individual holder of an Asbestos Personal Injury Claim accepts or rejects the Plan.
9. Each holder of an Asbestos Personal Injury Claim that votes must vote his or her entire claim to accept or reject the Plan and may not split such vote. Accordingly, the vote of any holder of an Asbestos Personal Injury Claim who attempts partially to reject and partially to accept the Plan shall not be counted. If this Master Ballot is signed and timely sent to the Voting Agent, but does not designate either acceptance or rejection of the Plan for any particular claim, such claim shall not be counted as either an acceptance or rejection of the Plan.
10. To properly complete the Master Ballot, you must follow the procedures described below:
 - a. Item 1 of the Master Ballot asks you to indicate which of your clients who are holders of Asbestos Personal Injury Claims listed on the exhibit accept the Plan and which of your clients listed on the exhibit reject the Plan. If all of your clients have authorized you to accept the Plan, you may check the box indicating the same. If all your clients have authorized you to reject the Plan, you may check the box indicating the same. If some of your clients have authorized you to accept the Plan, while others have authorized you to reject the Plan, please check the appropriate box and be certain to specify on the exhibit which clients have rejected the Plan and which clients have accepted the Plan;
 - b. Item 2 of the Master Ballot requires that you prepare a summary sheet, listing each holder of an Asbestos Personal Injury Claim you represent, that shall become an exhibit to the Master Ballot. The exhibit must list all holders of Asbestos Personal Injury Claims on whose behalf you are voting by name with a separate box next to each entry to note whether such individual holder of an Asbestos Personal Injury Claim accepts or rejects the Plan;
 - c. Item 3 contains certifications, under penalty of perjury pursuant to 28 U.S.C. § 1746, which are required for you to submit a vote on behalf of one or more holders of Asbestos Personal Injury Claims. Please ensure that you have read and understood the certifications prior to signing the Master Ballot. If you are unable to make the

certifications as to one or more of your clients, you are not permitted to vote on the Plan with respect to such persons;

- d. Provide your name and mailing address;
- e. Sign and date your Master Ballot; and
- f. Timely return your Master Ballot with an original signature using the enclosed pre-addressed return envelope.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE AUTHORITY FOR YOU OR ANY OTHER PERSON TO ACT AS THE AGENT OF THE DEBTORS OR THE VOTING AGENT, OR AUTHORIZE YOU OR ANY PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS.

IF YOU HAVE ANY QUESTIONS REGARDING THE MASTER BALLOT, IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR MASTER BALLOT, IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT AT 703-286-6401. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT. THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

PLEASE COMPLETE THE FOLLOWING:

ITEM 1. Tabulation of Votes with Respect to the Plan. Please note that each holder of an Asbestos Personal Injury Claim that votes must vote its entire claim to accept or reject the Plan and may not split such vote. Accordingly, the vote of any holder of an Asbestos Personal Injury Claim who attempts partially to reject and partially to accept the Plan shall not be counted. If this Master Ballot is signed and timely sent to the Voting Agent, but does not designate either acceptance or rejection of the Plan for any particular claim, such claim shall not be counted as either an acceptance or rejection of the Plan.

Please mark one of the boxes below:

	All claimants listed on the exhibit accompanying this Ballot ACCEPT the Plan.
	All claimants listed on the exhibit accompanying this Ballot REJECT the Plan.
	All claimants listed on the exhibit accompanying this Ballot ACCEPT the Plan, <i>except</i> as marked on such exhibit.
	All claimants listed on the exhibit accompanying this Ballot REJECT the Plan, <i>except</i> as marked on such exhibit.

ITEM 2. Summary of Holders of Asbestos Personal Injury Claims Represented by Attorney. Please prepare a summary sheet to be attached to this Master Ballot as an exhibit, listing each holder of an Asbestos Personal Injury Claim you represent in substantially the same form as the table below. If possible, please submit an electronic version of the chart below in excel format.

Name of Holder of an Asbestos Personal Injury Claim	Name of Debtor	Accept Plan	Reject Plan
Total:	Accept: [Insert total number of claimants accepting Plan] Reject: [Insert total number of claimants rejecting Plan]		

ITEM 3. Certifications. By signing this Master Ballot, the undersigned certifies, under penalty of perjury, pursuant to 28 U.S.C. § 1746, that the following is true and correct:

- I have been provided with a copy of the Solicitation Materials relating to the Plan and have provided the same to my clients to the extent I have a responsibility to do so.

- I have been authorized by each of the holders of Asbestos Personal Injury Claims listed on the exhibit accompanying this Master Ballot to vote his or her claim to accept or reject the Plan as indicated on the exhibit.

ITEM 4. **Return of Exhibit.** The entire exhibit accompanying this Master Ballot must be prepared and returned with this completed Master Ballot to the Voting Agent.

Print or Type Name of Attorney and/or Law Firm: _____

Signature: _____

Name of Signatory (if different than claimant): _____

Street Address: _____

City, State, and Zip Code: _____

Telephone Number: _____

E-mail Address: _____

Date Completed: _____

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11 Case No.
	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	: 09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	:
	:
Debtors.	: (Jointly Administered)
	:
-----X	

**BALLOT FOR ACCEPTING OR REJECTING AMENDED JOINT
CHAPTER 11 PLAN OF MOTORS LIQUIDATION COMPANY
(F/K/A GENERAL MOTORS CORPORATION) AND ITS AFFILIATED DEBTORS**

CLASS 5 (ASBESTOS PERSONAL INJURY CLAIMS)

Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), each of which is identified below, are soliciting votes with respect to the Debtors’ Amended Joint Chapter 11 Plan, dated December 7, 2010 (as it may be amended, the “**Plan**”), from the holders of certain impaired claims against the Debtors. All capitalized terms used herein but not otherwise defined shall have the meanings ascribed to such terms in the Plan. If you have any questions on how to properly complete this Ballot, please call the Debtors’ voting agent, The Garden City Group, Inc. (the “**Voting Agent**”), at 703-286-6401.

This Ballot is to be used for voting by holders of Class 5 Asbestos Personal Injury Claims under the Plan. **In order for your vote to be counted, the Ballot must be properly completed, signed, and returned to the Voting Agent at the following address, so as to be received by February 11, 2011 at 5:00 p.m. (Eastern Time) (the “Voting Deadline”), unless such time is extended by the Debtors:**

<p>If by overnight or hand delivery:</p> <p>The Garden City Group, Inc. 5151 Blazer Parkway, Suite A Dublin, OH 43017 <u>Attn:</u> Motors Liquidation Company Balloting Center</p>	<p>If by standard mailing:</p> <p>The Garden City Group, Inc. P.O. Box 9386 Dublin, OH 43017-4286 <u>Attn:</u> Motors Liquidation Company Balloting Center</p>
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This Ballot is solely for purposes of voting to accept or reject the Plan and not for the purpose of allowance or disallowance of or distribution on account of any Asbestos Personal Injury Claims.

Identification of Debtor Entities

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
Motors Liquidation Company (f/k/a General Motors Corporation)	09-50026	38-0572515	General Motors Corporation GMC Truck Division NAO Fleet Operations GM Corporation GM Corporation-GM Auction Department National Car Rental National Car Sales Automotive Market Research
MLCS, LLC (f/k/a Saturn, LLC)	09-50027	38-2577506	Saturn, LLC Saturn Corporation Saturn Motor Car Corporation GM Saturn Corporation Saturn Corporation of Delaware
MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation)	09-50028	38-2755764	Saturn Distribution Corporation
MLC of Harlem, Inc. (f/k/a Chevrolet-Saturn of Harlem, Inc.)	09-13558	20-1426707	Chevrolet-Saturn of Harlem, Inc.
Remediation and Liability Management Company, Inc.	09-50029	38-2529430	Uptown Land Development Corporation
Environmental Corporate Remediation Company, Inc.	09-50030	41-1650789	GM National Hawaii, Inc. NCRS Hawaii, Inc.

**VOTING INSTRUCTIONS FOR COMPLETING THE BALLOT
FOR HOLDERS OF CLASS 5 ASBESTOS PERSONAL INJURY CLAIMS**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Plan. The terms of the Plan are described in the Disclosure Statement for the Plan, dated December 8, 2010 (as it may be amended, the “**Disclosure Statement**”), including all exhibits thereto. All capitalized terms used herein but not otherwise defined shall have the meanings ascribed to such terms in the Plan. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Plan will be accepted by Class 5 (Asbestos Personal Injury Claims) if it is accepted by the holders of two-thirds in dollar amount and more than one-half in number of Class 5 Asbestos Personal Injury Claims voting on the Plan. In the event that Class 5 rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against and accords fair and equitable treatment to the holders of Asbestos Personal Injury Claims in Class 5 and any other Classes of Claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtors (including those holders who abstain from voting on the Plan, those holders who reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby, whether or not they vote and whether or not they accept the Plan.
3. **In order for your vote to be counted, this Ballot must be properly completed, signed, and returned to the Voting Agent at the following address, so as to be received by February 11, 2011 at 5:00 p.m. (Eastern Time) (the “Voting Deadline”), unless such time is extended by the Debtors:**

If by overnight or hand delivery:	If by standard mailing:
The Garden City Group, Inc. 5151 Blazer Parkway, Suite A Dublin, OH 43017 <u>Attn:</u> Motors Liquidation Company Balloting Center	The Garden City Group, Inc. P.O. Box 9386 Dublin, OH 43017-4286 <u>Attn:</u> Motors Liquidation Company Balloting Center

Ballots will not be accepted by telecopy, facsimile, e-mail, or other electronic means of transmission.

4. To properly complete the Ballot, you must follow the procedures described below:
 - a. Make sure that the information contained in Item 1 is correct;
 - b. If you have a Claim identified in Class 5, cast one vote to accept or reject the Plan by checking the appropriate box in Item 2;
 - c. If you are completing this Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing. By submitting the Ballot you are certifying that you have authority to so act and agree to provide documents evidencing such authority upon request (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);

- d. If you also hold Claims in a Class other than Class 5, you may receive more than one Ballot, labeled for a different Class of Claims. Your vote will be counted in determining acceptance or rejection of the Plan by a particular Class of Claims only if you complete, sign, and return the Ballot labeled for that Class of Claims in accordance with the instructions on that Ballot;
- e. If more than one timely, properly completed Ballot is received, only the Ballot that bears the earliest date will be counted, unless the holder of the Claim receives Bankruptcy Court approval to have the Ballot that bears the latest date counted;
- f. If you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;
- g. Provide your name and mailing address;
- h. Sign and date your Ballot; and
- i. Return your Ballot with an original signature using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT AT 703-286-6401. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT. THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

PLEASE COMPLETE THE FOLLOWING:

ITEM 1. Amount of Asbestos Personal Injury Claim. As ordered by the Bankruptcy Court, all Asbestos Personal Injury Claims, regardless of the amount of the Claim asserted, shall be allowed in the amount of \$1.00 for the purpose of voting to accept or reject the Plan only. Therefore, solely for purposes of voting to accept or reject the Plan, the undersigned holds an Asbestos Personal Injury Claim against the Debtor listed below in the amount of \$1.00.

Claim Amount: \$1.00

Name of Debtor: _____

ITEM 2. Vote on the Plan. The undersigned holder of a Class 5 Asbestos Personal Injury Claim in the amount of \$1.00 (for voting purposes only) hereby votes to:

Check one box: ☐ Accept the Plan

☐ Reject the Plan

ITEM 3. Acknowledgements and Certification. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement, including all exhibits thereto. The undersigned certifies that (i) he or she is the holder of the Asbestos Personal Injury Claim identified in Item 1 above and (ii) he or she has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Print or Type Name of Claimant: _____

Social Security or Federal Tax I.D. No. of Claimant: _____

Signature: _____

Name of Signatory (if different than claimant): _____

If by Authorized Agent, Title of Agent: _____

Street Address: _____

City, State, and Zip Code: _____

Telephone Number: _____

E-mail Address: _____

Date Completed: _____

Exhibit B

Notice of Non-Voting Status – Unimpaired Classes

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	
	:
In re	:
	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:
f/k/a General Motors Corp., <i>et al.</i>	:
	:
Debtors.	:
	:
-----X	

Chapter 11 Case No.
09-50026 (REG)
(Jointly Administered)

**NOTICE OF NON-VOTING STATUS TO UNIMPAIRED CLASSES:
CLASS 1 (SECURED CLAIMS), CLASS 2 (PRIORITY NON-TAX CLAIMS),
AND CLASS 4 (PROPERTY ENVIRONMENTAL CLAIMS)**

PLEASE TAKE NOTICE THAT on December 8, 2010, the United States Bankruptcy Court for the Southern District of New York approved the Disclosure Statement for the Debtors' Amended Joint Chapter 11 Plan, dated December 8, 2010 (as it may be amended, the "**Disclosure Statement**") filed by Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the "**Debtors**"), for use by the Debtors in soliciting acceptances or rejections of the Debtors' Amended Joint Chapter 11 Plan, dated December 7, 2010 (as it may be amended, the "**Plan**"), from holders of impaired claims who are (or may be) entitled to receive distributions under the Plan.

UNDER THE TERMS OF THE PLAN, YOUR CLAIM(S) AGAINST THE DEBTORS IS/ARE NOT IMPAIRED AND, THEREFORE, PURSUANT TO SECTION 1126(f) OF TITLE 11, UNITED STATES CODE, YOU ARE (I) DEEMED TO HAVE ACCEPTED THE PLAN AND (II) NOT ENTITLED TO VOTE ON THE PLAN. IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR CLAIM(S), OR YOU WANT TO REQUEST A COPY OF THE PLAN AND DISCLOSURE STATEMENT, YOU SHOULD CONTACT THE DEBTORS' VOTING AGENT, THE GARDEN CITY GROUP, INC., AT THE BELOW ADDRESSES, OR BY TELEPHONE AT 703-286-6401.

If by overnight or hand delivery: The Garden City Group, Inc. 5151 Blazer Parkway, Suite A Dublin, OH 43017 <u>Attn:</u> Motors Liquidation Company Balloting Center	If by standard mailing: The Garden City Group, Inc. P.O. Box 9386 Dublin, OH 43017-4286 <u>Attn:</u> Motors Liquidation Company Balloting Center
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Exhibit C

Confirmation Hearing Notice

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11 Case No.
MOTORS LIQUIDATION COMPANY, et al.,	: 09-50026 (REG)
f/k/a General Motors Corp., et al.	:
Debtors.	: (Jointly Administered)
-----X	

**NOTICE OF (I) APPROVAL OF DISCLOSURE STATEMENT;
(II) ESTABLISHMENT OF RECORD DATE; (III) HEARING ON CONFIRMATION
OF THE PLAN AND PROCEDURES FOR OBJECTING TO CONFIRMATION OF THE PLAN;
AND (IV) PROCEDURES AND DEADLINE FOR VOTING ON THE PLAN**

TO: ALL HOLDERS OF CLAIMS AGAINST AND INTERESTS IN THE DEBTORS SET FORTH
BELOW:

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
Motors Liquidation Company (f/k/a General Motors Corporation)	09-50026	38-0572515	General Motors Corporation GMC Truck Division NAO Fleet Operations GM Corporation GM Corporation-GM Auction Department National Car Rental National Car Sales Automotive Market Research
MLCS, LLC (f/k/a Saturn, LLC)	09-50027	38-2577506	Saturn, LLC Saturn Corporation Saturn Motor Car Corporation GM Saturn Corporation Saturn Corporation of Delaware
MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation)	09-50028	38-2755764	Saturn Distribution Corporation
MLC of Harlem, Inc. (f/k/a Chevrolet-Saturn of Harlem, Inc.)	09-13558	20-1426707	Chevrolet-Saturn of Harlem, Inc.
Remediation and Liability Management Company, Inc.	09-50029	38-2529430	Uptown Land Development Corporation
Environmental Corporate Remediation Company, Inc.	09-50030	41-1650789	GM National Hawaii, Inc. NCRS Hawaii, Inc.

PLEASE TAKE NOTICE that:

1. **Approval of Disclosure Statement.** By order dated December 8, 2010 (the “**Order**”), the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) approved the Disclosure Statement for the Debtors’ Amended Joint Chapter 11 Plan, dated December 8, 2010 (as it may be amended, the “**Disclosure Statement**”) filed by Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”) each of which is identified above, and directed the Debtors to solicit votes with regard to the acceptance or rejection of the Debtors’ Amended Joint Chapter 11 Plan, dated December 7, 2010 (as it may be amended, the “**Plan**”), annexed as **Exhibit “A”** to the Disclosure Statement. Any capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Plan.

2. **Confirmation Hearing.** A hearing (the “**Confirmation Hearing**”) to consider the confirmation of the Plan will be held on March 3, 2011 at 9:45 a.m. (Eastern Time) before the Honorable Robert E. Gerber, United States Bankruptcy Judge, in Room 621 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004-1408. **The Confirmation Hearing may be continued from time to time without further notice other than the announcement by the Debtors of the adjourned date(s) at the Confirmation Hearing or any continued hearing or as indicated in any notice of agenda of matters scheduled for hearing filed by the Debtors with the Bankruptcy Court, and the Plan may be modified, if necessary, prior to, during, or as a result of the Confirmation Hearing, without further notice to interested parties.**

3. **Record Date for Voting Purposes.** Only creditors who hold claims on December 7, 2010 are entitled to vote on the Plan.

4. **Voting Deadline.** All votes to accept or reject the Plan must be actually received by the Debtors’ voting agents, The Garden City Group, Inc. (“**GCG**”) or Epiq Bankruptcy Solutions, LLC, as applicable, by no later than February 11, 2011 at 5:00 p.m. (Eastern Time) (the “**Voting Deadline**”). Any failure to follow the voting instructions included with your Ballot may disqualify your Ballot and your vote.

5. **Parties in Interest Not Entitled to Vote.** The following creditors and shareholders are not entitled to vote on the Plan: (i) holders of unimpaired claims; (ii) holders of claims or interests who will receive no distribution at all under the Plan; and (iii) holders of claims that are the subject of filed objections or requests for estimation. If you have timely filed a proof of claim and disagree with the Debtors’ classification of, objection to, or request for estimation of, your claim and believe that you should be entitled to vote on the Plan, then you must serve on the Debtors at the address set forth below and file with the Bankruptcy Court (with a copy to the Judge’s chambers) a motion (a “**Rule 3018(a) Motion**”) for an order pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure temporarily allowing such claim in a different amount or in a different class for purposes of voting to accept or reject the Plan. All Rule 3018(a) Motions must be filed on or before the tenth (10th) day after the later of (i) service of the Confirmation Hearing Notice and (ii) service of notice of an objection or request for estimation, if any, as to such claim. In accordance with Bankruptcy Rule 3018, as to any creditor filing a Rule 3018(a) Motion, such creditor’s Ballot will not be counted except as may be otherwise ordered by the Bankruptcy Court at least five (5) days prior to the Voting Deadline. Creditors may contact GCG at 703-286-6401 to receive an appropriate ballot for any claim for which a proof of claim has been timely filed and a Rule 3018(a) Motion has been granted. Rule 3018(a) Motions that are not timely filed and served in the manner set forth above shall not be considered.

6. ***Objections to Confirmation.*** Responses and objections, if any, to confirmation of the Plan must:

- (a) be in writing;
- (b) state the name and address of the objecting party and the amount and nature of the claim or interest of such party;
- (c) conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court;
- (d) state with particularity the basis and nature of any objection to confirmation of the Plan;
- (e) be filed with the Bankruptcy Court (a) electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov) by registered users of the Bankruptcy Court's filing system, and (b) by all other parties in interest, on a CD-ROM or 3.5 inch disk, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable;
- (f) be served in accordance with General Order M-399 by no later than February 11, 2011 at 4:00 p.m. (Eastern Time), and on the following parties:
 - (i) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.);
 - (ii) the Debtors, c/o Motors Liquidation Company, 401 South Old Woodward Avenue, Suite 370, Birmingham, Michigan 48009 (Attn: Thomas Morrow);
 - (iii) General Motors, LLC, 400 Renaissance Center, Detroit, Michigan 48265 (Attn: Lawrence S. Buonomo, Esq.);
 - (iv) Cadwalader, Wickersham & Taft LLP, attorneys for the United States Department of the Treasury, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.);
 - (v) the United States Department of the Treasury, 1500 Pennsylvania Avenue NW, Room 2312, Washington, DC 20220 (Attn: Joseph Samarias, Esq.);
 - (vi) Vedder Price, P.C., attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.);
 - (vii) Kramer Levin Naftalis & Frankel LLP, attorneys for the Creditors' Committee, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Thomas Moers Mayer, Esq., Robert Schmidt, Esq., Lauren Macksoud, Esq., and Jennifer Sharret, Esq.);

- (viii) the Office of the United States Trustee, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Tracy Hope Davis, Esq.);
- (ix) the U.S. Attorney's Office, S.D.N.Y., 86 Chambers Street, Third Floor, New York, New York 10007 (Attn: David S. Jones, Esq. and Natalie Kuehler, Esq.);
- (x) Caplin & Drysdale, Chartered, attorneys for the Asbestos Claimants' Committee, 375 Park Avenue, 35th Floor, New York, New York 10152-3500 (Attn: Elihu Inselbuch, Esq. and Rita C. Tobin, Esq.) and One Thomas Circle, N.W., Suite 1100, Washington, DC 20005 (Attn: Trevor W. Swett III, Esq. and Kevin C. Maclay, Esq.); and
- (xi) Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation, attorneys for Dean M. Trafelet in his capacity as the Future Claimants' Representative, 2323 Bryan Street, Suite 2200, Dallas, Texas 75201 (Attn: Sander L. Esserman, Esq. and Robert T. Brousseau, Esq.).

IF ANY OBJECTION TO CONFIRMATION OF THE PLAN IS NOT FILED AND SERVED STRICTLY AS PRESCRIBED HEREIN, THE OBJECTING PARTY MAY BE BARRED FROM OBJECTING TO CONFIRMATION OF THE PLAN AND MAY NOT BE HEARD AT THE HEARING. The Debtors may serve replies to such responses or objections by no later than February 22, 2011 at 4:00 p.m. (Eastern Time).

7. ***Parties Who Will Not Be Treated as Creditors.*** Any holder of a claim that (i) is scheduled in the Debtors' schedules of assets and liabilities, statements of financial affairs and schedules of executory contracts and unexpired leases at zero, or in an unknown amount, or as disputed, contingent, or unliquidated, and is not the subject of a timely filed proof of claim or a proof of claim deemed timely filed with the Bankruptcy Court pursuant to either the Bankruptcy Code or any order of the Bankruptcy Court, or otherwise deemed timely filed under applicable law, or (ii) is not scheduled and is not the subject of a timely filed proof of claim or a proof of claim deemed timely filed with the Bankruptcy Court pursuant to either the Bankruptcy Code or any order of the Bankruptcy Court, or otherwise deemed timely filed under applicable law, shall not be treated as a creditor with respect to such claim for purposes of (a) receiving notices regarding, or distributions under, the Plan, or (b) voting on the Plan.

8. ***Additional Information.*** Any party in interest wishing to obtain information about the solicitation procedures or copies of the Disclosure Statement or the Plan should call GCG at 703-286-6401, or may view such documents by accessing www.motorsliquidationdocket.com or the Bankruptcy Court's website: www.nysb.uscourts.gov. Note as in paragraph 6(e)(i) above that a PACER (<http://www.pacer.psc.uscourts.gov>) password and login are needed to access documents on the Bankruptcy Court's website (www.nysb.uscourts.gov).

Dated: New York, New York
[____], 2010

Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors
and Debtors in Possession

Exhibit D

Notice of Non-Voting Status – Impaired Class

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
:
In re : Chapter 11 Case No.
:
MOTORS LIQUIDATION COMPANY, *et al.*, : 09-50026 (REG)
f/k/a General Motors Corp., *et al.* :
:
Debtors. : (Jointly Administered)
:
-----X

**NOTICE OF NON-VOTING STATUS TO
IMPAIRED CLASS: CLASS 6 (EQUITY INTERESTS IN MLC)**

PLEASE TAKE NOTICE THAT on December 8, 2010, the United States Bankruptcy Court for the Southern District of New York approved the Disclosure Statement for the Debtors' Amended Joint Chapter 11 Plan, dated December 8, 2010 (as it may be amended, the "**Disclosure Statement**") filed by Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the "**Debtors**"), for use by the Debtors in soliciting acceptances or rejections of the Debtors' Amended Joint Chapter 11 Plan, dated December 7, 2010 (as it may be amended, the "**Plan**"), from holders of impaired claims who are (or may be) entitled to receive distributions under the Plan.

UNDER THE TERMS OF THE PLAN, YOU ARE NOT ENTITLED TO RECEIVE OR RETAIN ANY PROPERTY ON ACCOUNT OF YOUR INTEREST(S) IN THE DEBTORS. THEREFORE, PURSUANT TO SECTION 1126(g) OF TITLE 11, UNITED STATES CODE, YOU ARE (I) DEEMED TO HAVE REJECTED THE PLAN AND (II) NOT ENTITLED TO VOTE ON THE PLAN. IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR INTEREST(S), OR YOU WANT TO REQUEST A COPY OF THE PLAN AND DISCLOSURE STATEMENT, YOU SHOULD CONTACT THE DEBTORS' VOTING AGENT, THE GARDEN CITY GROUP, INC., AT THE BELOW ADDRESSES, OR BY TELEPHONE AT 703-286-6401.

If by overnight or hand delivery: The Garden City Group, Inc. 5151 Blazer Parkway, Suite A Dublin, OH 43017 <u>Attn:</u> Motors Liquidation Company Balloting Center	If by standard mailing: The Garden City Group, Inc. P.O. Box 9386 Dublin, OH 43017-4286 <u>Attn:</u> Motors Liquidation Company Balloting Center
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